

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

In re: : CHAPTER 11
SHAPES/ARCH HOLDINGS L.L.C., et al., : CASE NO. 08-14631
Debtors. : (Jointly Administered)
:

**SUPPLEMENTAL DECLARATION OF DANIEL C. MCELHINNEY OF
EPIQ BANKRUPTCY SOLUTIONS, LLC CERTIFYING THE
BALLOTS ACCEPTING OR REJECTING THE DEBTORS' THIRD
AMENDED JOINT PLAN OF REORGANIZATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE DATED AS OF JULY 21, 2008**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Daniel C. McElhinney, being duly sworn, hereby declares under penalty of perjury:

1. I am Senior Vice President and Director of Operations of Epiq Bankruptcy Solutions, LLC ("Epiq"). I am over the age of 18 years and not a party to the within action.
2. Except as otherwise indicated, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. If I were called upon to testify, I could and would testify competently as to the facts set forth herein. I submit this supplemental declaration (the "Supplement") with respect to the Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (as may be modified and/or amended, the "Plan") of the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan or the Declaration of Daniel C. McElhinney of Epiq Bankruptcy Solutions, LLC Certifying the

Ballots Accepting or Rejecting the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code Dated as of July 3, 2008 (the "Declaration").

Pollution Control Financing Authority of Camden County

3. Pursuant to an agreement by and between the Debtors and Pollution Control Financing Authority of Camden County, and as reflected in the Declaration, the Debtors initially extended the Voting Deadline until July 3, 2008 at 5:00 p.m. to permit Pollution Control Financing Authority of Camden County (the "PCFACC") to vote on the Plan.¹ Thereafter, the Debtors further extended the Voting Deadline until July 21, 2008 at 10:00 p.m. (the "Extended Voting Deadline"). The following PCFACC ballots were received by Epiq prior to the Extended Voting Deadline:

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
203	Pollution Control Financing Authority of Camden County	9	\$77,871,002.43	Accept
204	Pollution Control Financing Authority of Camden County on behalf of New Jersey Department of Environmental Protection	9	\$77,871,002.43	Accept

Arrowood Indemnity Company, f/k/a Royal Indemnity Company

4. Pursuant to an approved stipulated order by and between the Debtors and Arrowood Indemnity Company, f/k/a Royal Indemnity Company, (the "Arrowood Indemnity Company"), dated July 9, 2008, Arrowood Indemnity Company has withdrawn the following ballot rejecting the plan²:

¹ On June 20, 2008, the Debtors filed a motion seeking to disallow all claims filed by PCFACC (Docket No. 388). Pursuant to an agreement reached on July 21, 2008 by and between the Debtors and PCFACC, these PCFACC claims and have been counted for voting purposes.

² Pursuant to this stipulated order the Debtors have also agreed to adjourn the hearing on the "Debtors' Motion to Determine Allowed Claims of Class 7 Claimants Under Section 502(c) of the Bankruptcy Code and Related Relief". Furthermore, the Debtors have agreed to modify the Plan to provide that Arrowood's Class 7 Claim will be determined as soon as reasonably practicable after the Effective Date.

Ballot #	Creditor	Plan Class	Voting Amount	Accept/Reject
44	Arrowood Indemnity Company	7	\$393,970.00	Reject

5. Upon inclusion of the PCFACC ballot in the aggregate tabulation of votes on the Plan, only Class 9 - Environmental Claims were affected. Similarly, the withdrawal of Arrowood's Class 7 ballot affected only Class 7- Collateralized Insurance Program Claims. The following table reflects: (a) the updated tabulation of votes in Class 9, including the prior tabulation of votes in bold, (b) the updated tabulation of votes in Class 7, including the prior tabulation of votes in bold, and (c) the results of the tabulation of votes for all other Voting Classes as reported in the Declaration:

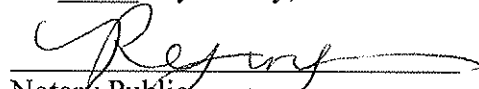
CLASSES	TOTAL BALLOTS RECEIVED			
	ACCEPT		REJECT	
	AMOUNT	NUMBER	AMOUNT	NUMBER
Class 5 – PMSI Claims	\$56,712.12 100.00%	1 100.00%	\$0.00 0.00%	0 0.00%
Class 6 – Shippers and Warehousemen Claims	\$12,769.01 100.00%	4 100.00%	\$0.00 0.00%	0 0.00%
Class 7 – Collateralized Insurance Program Claims	\$0.00 0.00%	0 0.00%	\$0.00 0.00%	0 0.00%
<u>Prior Tabulation Results:</u>	\$0.00 0.00%	0 0.00%	\$393,970.00 100.00%	1 100.00%

Class 9 – Environmental Claims	\$155,742,004.86 100.00%	2 100.00%	\$0.00 0.00%	0 0.00%
<u>Prior Tabulation Results:</u>	\$0.00 0.00%	0 0.00%	\$0.00 0.00%	0 0.00%
Class 10 – General Unsecured Claims	\$22,956,813.82 98.27%	166 93.26%	\$403,342.45 1.73%	12 6.74%

I hereby declare under penalty of perjury that the foregoing information concerning the distribution, receipt and tabulation of ballots in connection with the Plan is true and correct to the best of my knowledge, information and belief.


Daniel C. McElhinney

Sworn to before me on this
the 21st day of July, 2008


Notary Public

REGINA AMORE
Notary Public, State of New York
No. 01AM6944506
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires Sept. 24, 2009